

EXHIBIT E

From: DavidForrestDick@aol.com [mailto:DavidForrestDick@aol.com]
Sent: Thursday, September 08, 2005 11:20 PM
To: Forster, Kevin
Cc: rbruno@cepcarlisle.com
Subject: Re: Fw: Purchase and Sale of Asset Agreement

Kevin,

My notes on PO's below in red. See my e-mail to Delphi from 9/6/05 which I copied you on for more details.

David

In a message dated 9/8/2005 10:40:45 A.M. Eastern Daylight Time, kforster@carlisle.com writes:

Rob and Dave,

Pls verify PO's and invoice amounts.

Thanks

Sent from my BlackBerry Wireless Handheld

-----Original Message-----

From: brett.a.lendzion <brett.a.lendzion@delphi.com>
To: Forster, Kevin <kforster@carlisle.com>
CC: Mesler, Dana M <dana.m.mesler@delphi.com>; CMaeso@dickinson-wright.com
<CMaeso@dickinson-wright.com>
Sent: Wed Sep 07 17:33:32 2005
Subject: Purchase and Sale of Asset Agreement

Kevin, I tried to reach you by phone today. I need to discuss a few items due to your comment pertaining to "bankruptcy" of Lake City.

1) Please provide financial information pertaining to Carlisle Engineering Products, Inc. I need a balance sheet, income statement and 1 year Performa for this entity. You mentioned that this is not a "shell" entity and I need to be reasonably assured of that point.

2) I will need additional verbiage that Chris Maeso and Mike can work through pertaining to "Right of Access" after 12/31/05. Although this is new verbiage in the contract, I don't think you will find any issue with the intent. This documents our business intent that we agreed to in our last meeting. As you recall, we agreed to strike the not to exceed amount per your request and document the Facility Expenses. In addition, I believe we need to document the operational understanding supporting the contingency plan.

Finally, I will need you to provide an invoice for the purchase value of assets and reference our Purchase Orders by Monday Sept 12,2005.

Following are the PO#'s
LPS97754 for CIPG gasket line \$355,000

OK except description includes vision system. PO for \$355,000.

LPS97755 for seven injection molding machines \$ 332,000.

OK except description says all related equipment included. PO for \$332,000

JMS42298

PO for \$395,000 for HVAC presses. PO is OK The \$87,500 should be applied to this.

and JMS42338 for the HVAC related equipment and tooling minus the \$85,700 plus \$64,480 in Auxiliary Equipment.

This PO is for all the Auxiliary equipment for \$64,480 but should likely be two PO's; One for PTC and one for HVAC. Currently all equipment on one PO from Mexico for HVAC.

If you agree on the contract verbiage, then sign a clean document and e-mail to my attention by Monday. After I review your financial information on Monday and find acceptable, I will countersign and set up a wire transfer for Tuesday for 90% of the total amount.

-----Original Message-----

From: Forster, Kevin [mailto:kforster@carlisle.com]

Sent: Thursday, September 01, 2005 5:06 PM

To: Lendzion, Brett A

Subject: RE: IMPORTANT: CEP-CSII

Brett,

I'll check with our Lake City quality personnel and get back to you.

Thanks,

Kevin G. Forster
Carlisle Companies Inc.
13925 Ballantyne Corporate Place, Suite 400
Charlotte, NC 28277
Tel: 704-501-1100
Fax: 704-501-1190

-----Original Message-----

From: brett.a.lendzion [mailto:brett.a.lendzion@delphi.com]

Sent: Thursday, September 01, 2005 4:52 PM

To: Forster, Kevin

Subject: FW: IMPORTANT: CEP-CSII

Importance: High

Kevin, I sent your message to my Quality department and challenged them

on your information in an effort to support your position. Attached is the feedback after they reviewed every part number.

Someone is giving you bad information. This is the real story on your CS2 status. I advise you to check directly with your Quality department to confirm. This is a very "black and white" issue. The data supports that there is not a single part that should be removed from the CS2. After you review internally, If you still want to have a meeting I would propose that I would have Dominic Capobianco available to discuss the details. Please advise.

> -----Original Message-----

> From: Capobianco, Dominic

> Sent: Thursday, September 01, 2005 4:15 PM

> To: Lendzion, Brett A

> Cc: Foster, Rosemary F; Matthews, Michael A; Wood, Richard H;
Wagstaff, Matreece

> Subject: IMPORTANT: CEP-CSII

> Importance: High

>

> By PN:

> 096-500 No data

> 183-700 No data sent

> 186-700 Defectives

> 342-500 Limited data (1 run)

> 424-700 Defectives

> 517-700 Defectives

> 818-700 Defectives

> 820-700 Defectives

> 824-700 Defectives

> 826-700 No data

> 828-700 No data

> 830-700 No data

> 832-700 Defectives

> 937-700 No data sent

> 422-500 Defectives

> 684-500 No data

> 883-500 No data

> 942-500 No data

> 950-500 Limited data (1 run)

> No data means that a Gate Chart was sent

but there is no parts inspected and there are no failure modes recorded.

>

> Limited data means that there was not enough parts produced to qualify for exit, (30 production days).
>

- > Defectives means that CSII is still finding parts with the failure modes and ICA is not in place.
- >
- > No data sent means that CEP Lake City did not submit a Gate Chart for that PN as requested.
- >
- > No Part numbers warrant release from CSII as evidenced by data submitted.

Note: If the reader of this message is not the intended recipient, or an employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by replying to the message and deleting it from your computer. Thank you.

Note: If the reader of this message is not the intended recipient, or an employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by replying to the message and deleting it from your computer. Thank you.

From: tony.mcmillian [mailto:tony.mcmillian@delphi.com]

Sent: Saturday, September 03, 2005 1:08 AM

To: Forster, Kevin

Cc: Callan, Lorey

Subject: RE: Lake City Funds Transfer

Kevin,

The wire transfer has been entered. You won't be able to see it at your bank for a little while. Please get back to me to confirm that you will release the tools and equipment today. This is for the full amount of \$87,500.

Tony McMillian
Commodity Buyer
Delphi Energy and Chassis
915-612-8069

-----Original Message-----

From: Forster, Kevin [mailto:kforster@carlisle.com]

Sent: Friday, September 02, 2005 9:08 AM

To: McMillian, Tony

Cc: Callan, Lorey

Subject: RE: Lake City Funds Transfer

Tony,

Has wire transfer been authorized? If so, please send confirmation.

Thanks



Kevin G. Forster
Carlisle Companies Inc.
13925 Ballantyne Corporate Place, Suite 400
Charlotte, NC 28277
Tel: 704-501-1100
Fax: 704-501-1190

-----Original Message-----

From: tony.mcmillian [mailto:tony.mcmillian@delphi.com]

Sent: Thursday, September 01, 2005 3:30 PM

To: Forster, Kevin

Cc: Lendzion, Brett A

Subject: RE: Lake City Funds Transfer

Kevin,

We understand the importance of this issue and are working in order to get the wire transfer, but it will not happen within the 4pm EST time frame that we were hoping. The payment will not be released for wire until earliest tomorrow morning. As I understand that there are other materials moving currently that have been paid "Cash in Advance." can Carlisle release the tools and equipment today

knowing that we will have wire transfer for tomorrow. This is being requested as a favor based on the other amounts that have been paid to Carlisle in advance for movement. This amount is for \$87,500. Delphi would hope that you can assist with this request. Delphi is merely trying to get the paperwork in place to get Carlisle paid but it does take some time. Please let me know your thoughts.

**Tony McMillian
Commodity Buyer
Delphi Energy and Chassis
915-612-8069**

-----Original Message-----

From: Forster, Kevin [mailto:kforster@carlisle.com]
Sent: Thursday, September 01, 2005 12:21 PM
To: McMillian, Tony
Cc: Lendzion, Brett A
Subject: RE: Lake City Funds Transfer

Tony,

Delphi has people waiting to load equipment. It would be in Delphi's best interest to have wire transfer completed prior to 4pm as you suggested earlier.



Kevin G. Forster
Carlisle Companies Inc.
13925 Ballantyne Corporate Place, Suite 400
Charlotte, NC 28277
Tel: 704-501-1100
Fax: 704-501-1190

-----Original Message-----

From: tony.mcmillian
[mailto:tony.mcmillian@delphi.com]
Sent: Thursday, September 01, 2005 1:50 PM
To: Forster, Kevin; Callan, Lorey
Subject: RE: Lake City Funds Transfer

The wire will more than likely be complete tomorrow morning, but I will let you know.

**Tony McMillian
Commodity Buyer
Delphi Energy and Chassis
915-612-8069**

-----Original Message-----

From: Forster, Kevin
[mailto:kforster@carlisle.com]
Sent: Thursday, September 01, 2005
11:46 AM
To: Callan, Lorey; McMillian, Tony
Subject: RE: Lake City Funds Transfer

Tony,

Do you have all that you need? Let us
know when transfer is initiated and send
us confirmation if possible.



Kevin G. Forster
Carlisle Companies Inc.
13925 Ballantyne Corporate Place, Suite
400
Charlotte, NC 28277
Tel: 704-501-1100
Fax: 704-501-1190

-----Original Message-----

From: Callan, Lorey
Sent: Thursday, September 01,
2005 1:44 PM
To: Forster, Kevin;
'tony.mcmillian'
Subject: RE: Lake City Funds
Transfer

DUNS	[REDACTED]
Name	CARLISLE COMPANIES INCORPORATE
Address	13925 BALLANTYNE CORP PL
City	CHARLOTTE
State + ZIP	NORTH CAROLINA 28277-2704

From: Forster, Kevin
Sent: Thursday, September 01,
2005 1:17 PM
To: 'tony.mcmillian'; Callan,
Lorey
Subject: RE: Lake City Funds
Transfer

Lorey,

Tony at Delphi also needs the
Duns #.

Thanks



Kevin G. Forster
Carlisle Companies Inc.
13925 Ballantyne Corporate
Place, Suite 400
Charlotte, NC 28277
Tel: 704-501-1100
Fax: 704-501-1190

-----Original Message-----

From: tony.mcmillian
[mailto:tony.mcmillian@delphi.com]
Sent: Thursday,
September 01, 2005 1:16
PM
To: Forster, Kevin
Subject: RE: Lake City
Funds Transfer

Kevin,
This is my e-mail
address.

Tony McMillian
Commodity Buyer
Delphi Energy and
Chassis
915-612-8069

-----Original
Message-----

From: Forster,
Kevin
[mailto:kforster@carlisle.com]
Sent: Monday,
August 29, 2005
11:11 AM
To:
DavidForrestDick

@aol.com
Subject: FW:
Lake City Funds
Transfer

Dave,

Wire transfer
instructions are
in message
below.

Thanks,



Kevin G. Forster
Carlisle
Companies Inc.
13925 Ballantyne
Corporate Place,
Suite 400
Charlotte, NC
28277
Tel: 704-501-
1100
Fax: 704-501-
1190
-----Original
Message-----
From: Callan,
Lorey
Sent: Friday,
August 12, 2005
10:14 AM
To: Forster,
Kevin; Lowe,
Carol
Cc: McKinnish,
Rick
Subject: RE:
Lake City Funds
Transfer

Kevin,

Instructions are as
follows:

Account
Name: Carlisle
Companies

Bank
name: [REDACTED]
Account
No.: [REDACTED]
ABA: [REDACTED]

If the
funds are coming
from out of the
country, you will
need the SWIFT:

SWIFT: [REDACTED]

Please let me know if
you need additional
information.

Thanks,
Lorey

From: Forster,
Kevin
Sent: Friday,
August 12, 2005
10:08 AM
To: Lowe, Carol;
Callan, Lorey
Cc: McKinnish,
Rick
Subject: Lake
City Funds
Transfer

I will be meeting
with Delphi next
week to finalize a
closing for
payment with
respect to
machinery,
tooling and parts
at the Lake City
facility. Please
provide me with
wire instructions
since this
payment will be
made to Carlisle
rather than
CEP/Reserve. I
anticipate this
payment to be

approximately
\$1.2-\$1.5 million
depending upon
the final asset
list.

Thanks,



Kevin G. Forster
Carlisle
Companies Inc.
13925 Ballantyne
Corporate Place,
Suite 400
Charlotte, NC
28277
Tel: 704-501-
1100
Fax: 704-501-
1190

Note: If the reader of this message is not the intended recipient, or an employee
delivering this message to the intended recipient, you are hereby notified that any
or copying of this communication is strictly prohibited. If you have received this
please notify us immediately by replying to the message and deleting it from your

Note: If the reader of this message is not the intended recipient, or an employee or agent responsible
delivering this message to the intended recipient, you are hereby notified that any dissemination
or copying of this communication is strictly prohibited. If you have received this communication
please notify us immediately by replying to the message and deleting it from your computer. T

Note: If the reader of this message is not the intended recipient, or an employee or agent
responsible for delivering this message to the intended recipient, you are hereby notified

that any dissemination, distribution or copying of this communication is strictly prohibited.
If you have received this communication in error, please notify us immediately by replying
to the message and deleting it from your computer. Thank you.

Note: If the reader of this message is not the intended recipient, or an employee or agent
responsible for delivering this message to the intended recipient, you are hereby notified that any
dissemination, distribution or copying of this communication is strictly prohibited. If you have
received this communication in error, please notify us immediately by replying to the message and
deleting it from your computer. Thank you.

From: brett.a.lendzion [mailto:brett.a.lendzion@delphi.com]
Sent: Thursday, September 08, 2005 5:34 AM
To: Forster, Kevin
Cc: Mesler, Dana M; CMaeso@dickinson-wright.com
Subject: Purchase and Sale of Asset Agreement

Kevin, I tried to reach you by phone today. I need to discuss a few items due to your comment pertaining to "bankruptcy" of Lake City.

1) Please provide financial information pertaining to Carlisle Engineering Products, Inc. I need a balance sheet, income statement and 1 year Performa for this entity. You mentioned that this is not a "shell" entity and I need to be reasonably assured of that point.

2) I will need additional verbiage that Chris Maeso and Mike can work through pertaining to "Right of Access" after 12/31/05. Although this is new verbiage in the contract, I don't think you will find any issue with the intent. This documents our business intent that we agreed to in our last meeting. As you recall, we agreed to strike the not to exceed amount per your request and document the Facility Expenses. In addition, I believe we need to document the operational understanding supporting the contingency plan.

Finally, I will need you to provide an invoice for the purchase value of assets and reference our Purchase Orders by Monday Sept 12,2005.

Following are the PO#'s
LPS97754 for CIPG gasket line \$355,000
LPS97755 for seven injection molding machines\$ 332,000.
JMS42298 and JMS42338 for the HVAC related equipment and tooling minus the \$85,700 plus \$64,480 in Auxiliary Equipment.

If you agree on the contract verbiage, then sign a clean document and e-mail to my attention by Monday. After I review your financial information on Monday and find acceptable, I will countersign and set up a wire transfer for Tuesday for 90% of the total amount.

-----Original Message-----

From: Forster, Kevin [mailto:kforster@carlisle.com]
Sent: Thursday, September 01, 2005 5:06 PM
To: Lendzion, Brett A
Subject: RE: IMPORTANT: CEP-CSII

Brett,

I'll check with our Lake City quality personnel and get back to you.

Thanks,

Kevin G. Forster
Carlisle Companies Inc.
13925 Ballantyne Corporate Place, Suite 400
Charlotte, NC 28277
Tel: 704-501-1100
Fax: 704-501-1190

-----Original Message-----

From: brett.a.lendzion [mailto:brett.a.lendzion@delphi.com]

Sent: Thursday, September 01, 2005 4:52 PM
To: Forster, Kevin
Subject: FW: IMPORTANT: CEP-CSII
Importance: High

Kevin, I sent your message to my Quality department and challenged them on your information in an effort to support your position. Attached is the feedback after they reviewed every part number.

Someone is giving you bad information. This is the real story on your CS2 status. I advise you to check directly with your Quality department to confirm. This is a very "black and white" issue. The data supports that there is not a single part that should be removed from the CS2. After you review internally, If you still want to have a meeting I would propose that I would have Dominic Capobianco available to discuss the details. Please advise.

> -----Original Message-----
> From: Capobianco, Dominic

> Sent: Thursday, September 01, 2005 4:15 PM
> To: Lendzion, Brett A
> Cc: Foster, Rosemary F; Matthews, Michael A; Wood, Richard H;
Wagstaff, Matreece

> Subject: IMPORTANT: CEP-CSII
> Importance: High
>

> By PN:
> 096-500 No data
> 183-700 No data sent
> 186-700 Defectives
> 342-500 Limited data (1 run)
> 424-700 Defectives

> 517-700 Defectives
> 818-700 Defectives
> 820-700 Defectives
> 824-700 Defectives
> 826-700 No data
> 828-700 No data
> 830-700 No data
> 832-700 Defectives
> 937-700 No data sent
> 422-500 Defectives
> 684-500 No data
> 883-500 No data
> 942-500 No data
> 950-500 Limited data (1 run)
> No data means that a Gate Chart was sent
but there is no parts inspected and there are no failure modes recorded.
>

> Limited data means that there was not
enough parts produced to qualify for exit, (30 production days).
>

> Defectives means that CSII is still
finding parts with the failure modes and ICA is not in place.
>

> No data sent means that CEP Lake City
did not submit a Gate Chart for that PN as requested.
>

> No Part numbers warrant release from CSII as
evidenced by data submitted.

Note: If the reader of this message is not the intended recipient, or an employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by replying to the message and deleting it from your computer. Thank you.

Note: If the reader of this message is not the intended recipient, or

intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by replying to the message and deleting it from your computer. Thank you.

From: Callan, Lorey
Sent: Tuesday, August 30, 2005 7:29 PM
To: Forster, Kevin
Subject: RE: Delphi

Kevin – do you know if they were to credit the Engineered Products account, or the Carlisle Companies account at JPMorgan/Bank One?
Thank you.

From: Forster, Kevin
Sent: Monday, August 29, 2005 6:14 PM
To: Callan, Lorey
Cc: Rob Bruno; DavidForrestDick@aol.com
Subject: Delphi

Lorey,

Delphi is to wire transfer \$87,500 from a subsidiary in Mexico for the purchase of two presses from our Lake City facility. Please advise when funds are received. We will not release presses until confirmation of funding.

Thanks,



Kevin G. Forster
Carlisle Companies Inc.
13925 Ballantyne Corporate Place, Suite 400
Charlotte, NC 28277
Tel: 704-501-1100
Fax: 704-501-1190

From: Forster, Kevin
Sent: Thursday, September 22, 2005 5:04 AM
To: Brett A. Lendzion (brett.a.lendzion@delphi.com)
Subject: Signed Agreement

Brett,

I have attached the signed agreement. I will also be sending you two original copies. Please sign the electronic copy and return a copy by email. Also return a signed original to my attention. You should have received the wire transfer instructions and the invoice. Please send me confirmation of the wire transfer tomorrow.

Sincerely,



Kevin G. Forster
Carlisle Companies Inc.
13925 Ballantyne Corporate Place, Suite 400
Charlotte, NC 28277
Tel: 704-501-1100
Fax: 704-501-1190